



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604
312/786-6000

RECORDATION NO. 7050-E Filed & Recorded

October 10, 1985

OCT 16 1986 1-1 0 PM

10/16/86
Date
Fee \$ 10.00

INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

ICC Washington, D. C.

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series H, Supplement No. 5,
dated October 1, 1986

Dear Mr. Secretary:

Enclosed herewith please find an original and one (1) counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 5, dated as of October 1, 1986, to The Atchison, Topeka and Santa Fe Railway Company, Equipment Trust Agreement, dated as of May 1, 1973.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 7050.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, Illinois 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, Illinois 60690

The equipment covered by Equipment Trust Agreement, Series H, is described on Exhibit 1.

For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I should like to have returned to me bearing the recordation information.

EQUIPMENT TRUST, SERIES H

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
1000	4600 cu. ft. capacity trough hatch covered hopper cars with roller bearing trucks, ACF Industries, Incorporated, builder, numbered 313800 to 314799, both inclusive	\$18,200	\$18,200,000
5	4180 cu. ft. capacity covered hopper cars with roller bearing trucks (Class Ga-194), General American Transportation Corporation, builder; numbered 310575 to 310579, both inclusive	38,000	190,000
4	100-ton Triple Cross Hopper Cars with roller bearing trucks (Class Ga-139), Santa Fe Rail Equipment Company, builder; numbered 179075 to 179078, both inclusive	37,000	148,000
11	39'4" 70-ton Flat Cars for Trailer or Container Service, with roller bearing trucks (Class Ft-91), Bethlehem Steel Corporation, builder; numbered 295264 to 295274, both inclusive	36,500	401,500
3	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1895 to 1902, both inclusive	35,072	290,576
1	Enclosed Tri-Level Auto Rack (TL-11), Thrall Car Manufacturing Company, Builder No. 2020	\$35,433	35,433
5	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2124 to 2128, both inclusive . . .	\$32,443	162,215
Total			<u>\$19,417,724</u>

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES H

RECORDATION NO. 7050-F
OCT 16 1986 1-1 0 PM
Filed & Recorded
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 5, dated as of October 1, 1986, to the Equipment Trust Agreement, dated as of May 1, 1973 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), a Delaware corporation, and Harris Trust and Savings Bank (the "Trustee"), an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series H, is created.

WHEREAS, in accordance with Section 4.7 of the Agreement, the Company has from time to time deposited various amounts of cash (the "Replacement Funds") with the Trustee, said amounts representing the Fair Value (as such term is defined in the Agreement) of the railroad equipment included in said Equipment Trust (the "Trust Equipment") which had become worn out, unsuitable for use, lost or destroyed;

WHEREAS, Section 4.9 of the Agreement provides that the Trustee shall hold the Replacement Funds pending the delivery of additional railroad equipment (the "Additional Equipment") to be included in said Equipment Trust; and

WHEREAS, the Company desires to utilize funds remaining in the Deposited Cash account of said Equipment Trust, if any, in acquiring the Additional Equipment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Parties hereto agree as follows:

1. In accordance with Section 3.1 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in the contracts for the construction of Additional Equipment:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
5	Enclosed Tri-level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2124 to 2128, both inclusive	\$32,443	\$162,215

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

By 
Executive Vice President

ATTEST:


Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By 
Vice President

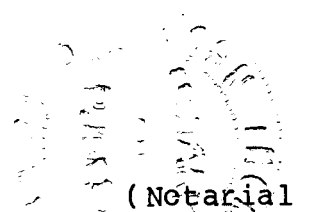
ATTEST:


Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 7th day of October, 1986 before me personally appeared D. G. Ruegg, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


John Thomas

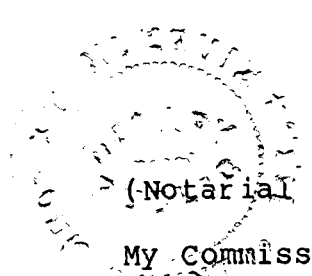
Notary Public

(Notarial Seal)

My Commission Expires Feb. 3, 1988
My Commission Expires

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 10th day of October, 1986 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


I. Muzquiz

Notary Public
I. MUZQUIZ

(Notarial Seal)

My Commission Expires JULY 12, 1989

EQUIPMENT TRUST, SERIES H

SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
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